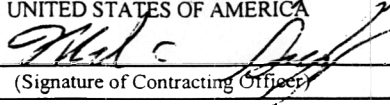


AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE 0		PAGE OF PAGES 1 12	
2. AMENDMENT/MODIFICATION NO. P00038		3. EFFECTIVE DATE 23-Aug-2001		4. REQUISITION/PURCHASE REQ. NO.		5. PROJECT NO.(If applicable)	
6. ISSUED BY 82 CONS/LGC (MARK SNYDER, CONTRACTING OFFICER) MARK.SNYDER@SHEPPARD.AF.MIL 136 K AVE, SUITE 1 SHEPPARD AFB, TX 76311-2746		CODE FA3020		7. ADMINISTERED BY (If other than item 6) See Item 6		CODE	
8. NAME AND ADDRESS OF CONTRACTOR (No., Street, County, State and Zip Code) TREND WESTERN TECHNICAL CORP 4128 W COMMONWEALTH AVE FULLERTON, CA 92833-2536 CODE 5050055 FACILITY CODE				9A. AMENDMENT OF SOLICITATION NO.			
				9B. DATED (SEE ITEM 11)			
				X 10A. MOD. OF CONTRACT/ORDER NO. F41612-98-C-0001			
				X 10B. DATED (SEE ITEM 13) 09-Mar-2001			
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offer <input type="checkbox"/> is extended, <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the document; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN THE REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. ACCOUNTING AND APPROPRIATION DATA (If required)							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.							
A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.							
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(B).							
X C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.243-1, CHANGES-FIXED PRICE ALT 1							
D. OTHER (Specify type of modification and authority)							
E. IMPORTANT: Contractor <input type="checkbox"/> is not, <input checked="" type="checkbox"/> is required to sign this document and return <u>1</u> copies to the issuing office.							
14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.) POC: VICKIE SULLIVAN PHONE: (940) 676-4406 SEE SCHEDULE							
Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.							
15A. NAME AND TITLE OF SIGNER (Type or print) M. R. Jarvis, Vice President				16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) MARK C. Snyder Contracting Officer			
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)		15C. DATE SIGNED 8/24/01		16B. UNITED STATES OF AMERICA BY  (Signature of Contracting Officer)		16C. DATE SIGNED 30 Aug. 01	
EXCEPTION TO SF 30 APPROVED BY OIRM 11-84				STANDARD FORM 30 (Rev. 10-83) Prescribed by GSA FAR (48 CFR) 53.242			

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SECTION SF 30 BLOCK 14 CONTINUATION PAGE

SUMMARY OF CHANGES

14A. The purpose of this modification is to add a FAR Clause; and to make changes to the Performance Work Statement (PWS) by deleting pages and inserting pages to add an AFI, bring the Maps in TE 3 up to date and update facilities and government furnished equipment in TE 5. This modification is at no cost to the government as agreed to per 82 CONS/LGCA e-mail dated 15 Aug 01 and Trend Western e-mail dated 23 Aug 01.

14B. The following changes are being made:

- DFARS Clause IA-662, 252.245-7001, Reports of Government Property, is being added.
- PWS paragraphs 5.3.1.2 and 5.3.1.2.1 to reflect in-checkers are loading the data into CMOS versus TMO personnel.
- Publication AFI 32-7086, Hazardous Materials Management, is being added.
- PWS TE3-4 changed to reflect correct bldg number.
- PWS TE3-13 Bldg being deleted
- PWS TE3-16 adding a map for a bldg used by the contractor
- PWS TE5a-1 changed to reflect current facilities now furnished to the contractor
- PWS TE5c-1 changed to reflect current leased government furnished equipment.
- PWS TE13-1 changed to reflect vehicles supplied to the contractor.

Delete Page No.

Part II, Section I, Page 18 of 53
PWS, Section 5, Page C5-7
PWS, Section 6, Page C6-5
PWS, Tech Exhibit 3, Page TE3-4
PWS, Tech Exhibit 3, Page TE3-13
PWS, Tech Exhibit 3, Page TE3-16
PWS, Tech Exhibit 5, Page TE5a-1
PWS, Tech Exhibit 5, Page TE5c-1
PWS, Tech Exhibit 5, Page TE13-1

Insert Page No.

Part II, Section I, Page 18 of 53
PWS, Section 5, Page C5-7
PWS, Section 6, Page C6-5
PWS, Tech Exhibit 3, Page TE3-4
PWS, Tech Exhibit 3, Page TE3-13
PWS, Tech Exhibit 3, Page TE3-16
PWS, Tech Exhibit 5, Page TE5a-1
PWS, Tech Exhibit 5, Page TE5c-1
PWS, Tech Exhibit 5, Page TE13-1

IA-293	252.225-7012	PREFERENCE FOR CERTAIN DOMESTIC COMMODITIES (IAW DFARS 225.7002-3(a)).	NOV 1995
IA-312C.	252.225-7026	REPORTING OF CONTRACT PERFORMANCE OUTSIDE THE UNITED STATES (IAW DFARS 225.7203)	NOV 1995
IA-312H.	252.225-7031	SECONDARY ARAB BOYCOTT OF ISRAEL (IAW DFARS 225.770-5)	JUN 1992
IA-339.	252.231-7000	SUPPLEMENTAL COST PRINCIPLES (IAW DFARS 231.100-70)	DEC 1991
IA-422	252.232-7006	REDUCTION OR SUSPENSION OF CONTRACT PAYMENTS UPON FINDING OF FRAUD (IAW DFARS 232.111-70)	AUG 1992
IA-425	252.233-7000	CERTIFICATION OF CLAIMS AND REQUESTS FOR ADJUSTMENT OR RELIEF (IAW DFARS 233-7001)	MAY 1994
IA-632	252.242-7000	POSTAWARD CONFERENCE (IAW DFARS 242.570)	DEC 1991
IA-648	252.243-7001	PRICING OF CONTRACT MODIFICATIONS (IAW DFARS 243.205-71)	DEC 1991
IA-662.	252.245-7001	REPORTS OF GOVERNMENT PROPERTY (IAW DFARS 245.505-14(a))	MAY 1994
IA-745	252.247-7023	TRANSPORTATION OF SUPPLIES BY SEA (IAW DFARS 247-573(b))	NOV 1995

(a) *Definitions.* As used in this clause-

(1) "Components" means articles, materials, and supplies incorporated directly into end products at any level of manufacture, fabrication, or assembly by the Contractor or any subcontractor.

(2) "Department of Defense" (DoD) means the Army, Navy, Air Force, Marine Corps, and defense agencies.

(3) "Foreign flag vessel" means any vessel that is not a U.S.-flag vessel.

(4) "Ocean transportation" means any transportation aboard a ship, vessel, boat, barge, or ferry through international waters.

(5) "Subcontractor" means a supplier, materialman, distributor, or vendor at any level below the prime contractor whose contractual obligation to perform results from, or is conditioned upon, award of the prime contract and who is performing any part of the work or other requirement of the prime contract. However, effective May 1, 1996, the term does not include a supplier, materialman, distributor, or vendor of commercial items or commercial components.

(6) "Supplies" means all property, except land and interests in land, that is clearly identifiable for eventual use by or owned by the DoD at the time of transportation by sea.

(i) An item is clearly identifiable for eventual use by the DoD if, for example, the contract documentation contains a reference to a DoD contract number or a military destination.

5.3 RECEIVE MATERIAL. The contractor shall:

5.3.1 Receive, inspect, and process supplies and equipment items IAW AFMAN 23-110, Vol II, Part Two, Chapter 10, Sections A and D; AFMAN 23-110, Vol I, Part One, Chapter 5, Section C; and AFJMAN 23-209.

5.3.1.1 Unload vehicles delivering material to Supply from local vendors and through normal Transportation Management Officer (TMO) channels IAW AFMAN 23-110, Vol I, Part One, Chapter 5, Section C; and AFI 24-201.

5.3.1.1.1 Any problems arising between carrier personnel and in-checkers will be resolved by TMO personnel.

5.3.1.2 Perform freight in-checker duties IAW AFI 24-201, paragraph 5.13 and AFR 75-2. TMO personnel will train in-checkers.

5.3.1.2.1 In-checkers will use hand held terminals to scan data from items and will upload and download data from hand held terminal into CMOS.

5.3.1.3 Establish a transitory holding area (THA) for hazardous and flammable material processing. Coordinate and obtain approval of local bio-environmental safety and fire Department officials IAW AFMAN 23-110, Vol I, Part One, Chapter 5, Section C; and AFJMAN 23-209.

5.3.1.4 In-check property, annotate receiving document for receipt, loss, damage or other discrepancies, and update computer records in the time frames specified below.

5.3.1.4.1 Priority designator 01 - 08: 1 workday.

5.3.1.4.2 Priority designator 09 - 15: 3 workdays.

5.3.1.4.3 Have the inspector and in-checker sign all local purchase receipt documents.

5.3.1.5 Resolve problems with property received IAW AFMAN 23-110, Vol II, Part Two, Chapter 10, Section B.

5.3.1.5.1 Review and research problems associated with the claims receivable details records listing and annotate list IAW AFMAN 23-110, Vol II, Part Two, Chapter 9, Section O; and Vol I, Part One, Chapter 5, Section D.

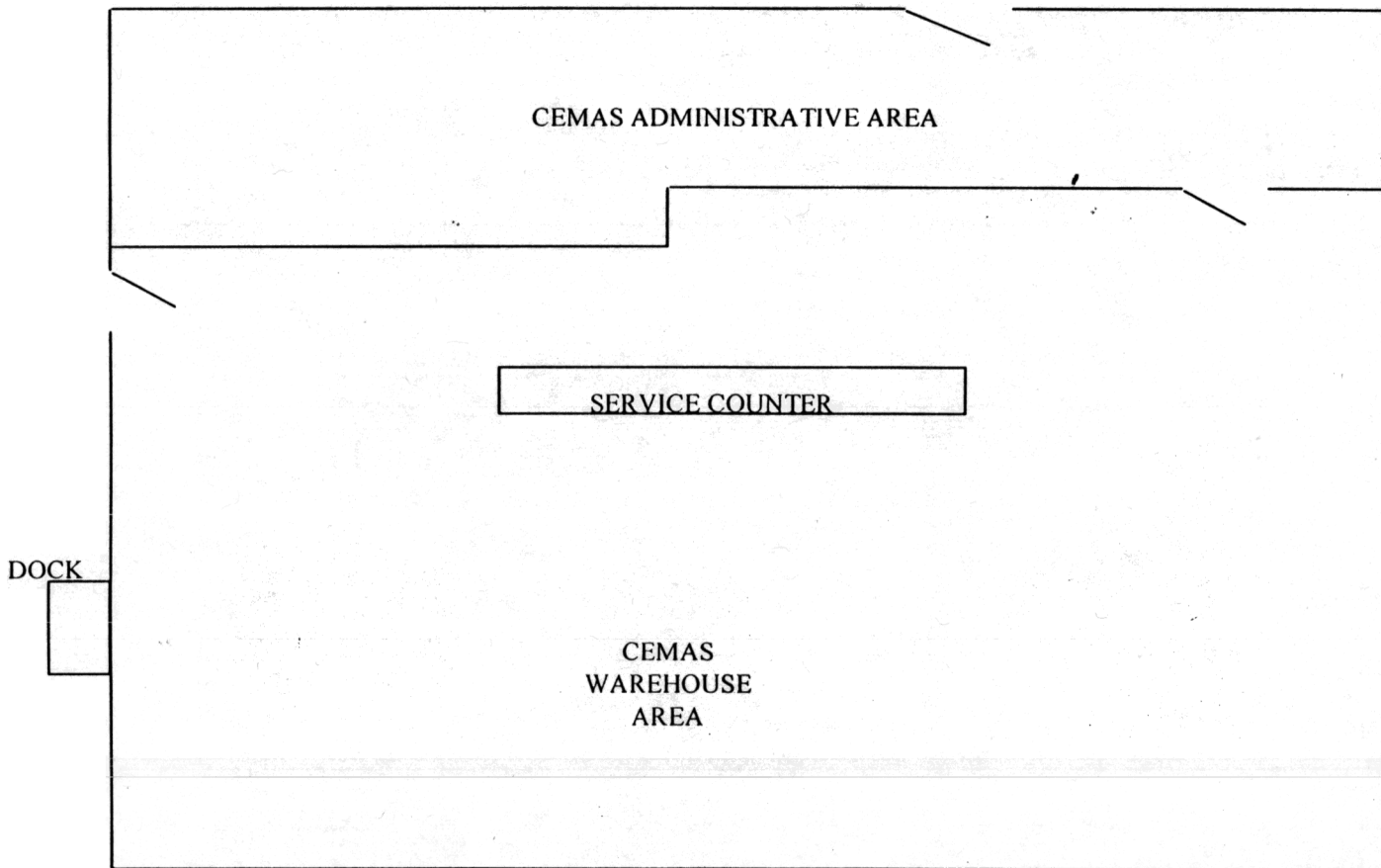
5.3.1.6 Process receipt documents for bulk delivery items and materials delivered to and physically received at locations other than Base Supply.

SECTION C-6

APPLICABLE GOVERNMENT PUBLICATIONS AND FORMS

PUBLICATION AFPB	DATE	TITLE Air Force Publications Bulletins	CODE A
AFI 25-101	May 96	War Reserve Materiel (WRM) Program Guidance and Procedures	A
AFI 25-201	Nov 94	Support Agreements Procedures	M
AFI 31-101V1	Nov 94	The Physical Security Program	M
AFI 31-207	Aug 95	Arming and Use of Force By Air Force Personnel	A
AFI 31-209	Nov 94	The Air Force Resource Protection Program	M
AFI 31-210	Jul 95	The Air Force Antiterrorism (AT) Program	
AFI 31-401	Jul 94	Managing the Information Security Program	M
AFI 31-501	May 94	Personnel Security Management Program	M
AFI 31-601	Apr 96	Industrial Security Program Management	
AFI 32-1031	Mar 94	Operations Management	
AFI 32-1064	Mar 94	Electrical Safe Practices	M
AFI 32-2001	May 94	The Fire Protection Operations and Fire Prevention Program	
AFI 32-4001	May 94	Disaster Preparedness Planning and Operations	M
AFI 32-4002	May 94	Hazardous Material Emergency Planning and Response Compliance	
AFI 32-6004	May 94	Furnishings Management	A
AFI 32-7086	Aug 97	Hazardous Materials Management	M
AFI 33-101	Feb 96	Command, Control, Communications, and Computer Systems Management Guidance and Responsibilities	A
AFI 33-102	Jul 96	Command, Control, Communications, Computers and Intelligence (C4I) Capabilities Planning Process	A
AFI 33-103	Jul 96	Requirements Development and Processing	A
AFI 33-104	Aug 96	Base-Level Planning and Implementation	M
AFI 33-106	Feb 96	Managing High Frequency Radios, Land Mobile Radios and the Military Affiliate Radio System	A
AFI 33-108	Jul 94	Compatibility, Interoperability, and Integration of Command, Control, Communications, and (C4) systems	A

NOTE: M=Mandatory and A=Advisory



BLDG 1404
CEMAS WAREHOUSE
1800 Sq. Ft.

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Modification P00038

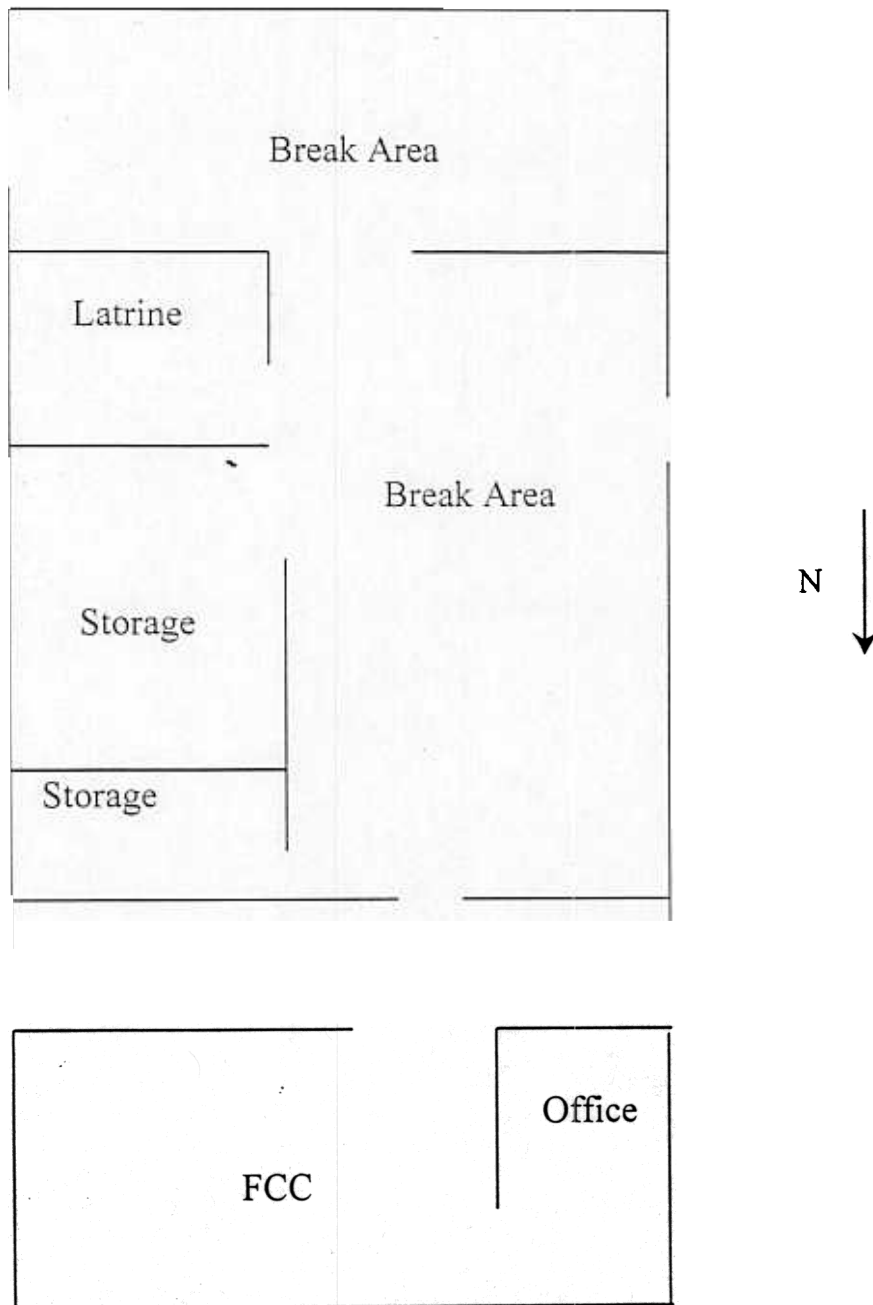
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REVISED PAGE TE3-13

Modification P00038



BLDG 2528
FUELS Distribution

TE3-16

Modification P00038

TECHNICAL EXHIBIT 5a

GOVERNMENT FURNISHED FACILITIES

The Government will furnish the contractor the following facilities: (for maps, see Tech Exhibit 3).

Bldg #	Description
Bldg 1014	Pumphouse And Bulk Storage // Fuels
Bldg 1015	Office//Fuels
Bldg 1404	Warehouse/Office//CEMAS
Bldg 2017	Administrative Area // Fuels Laboratory
Bldg 2113	Consolidated Logistics Complex// Main Supply Warehouse/Administrative Area
Bldg 2115	Military Service Station
Bldg 2116	Hazardous Material Pharmacy
Bldg 2160	Lox Area
Bldg 2161	Lox Area Storage Bldg
Bldg 2320	al Equipment Sub-
Bldg 2528	Fuels Distribution
Bldg 2560	Communications Materiel Control

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Modification P00038

TECHNICAL EXHIBIT 5c
GOVERNMENT FURNISHED EQUIPMENT
(Leased by Government)

Copier - Panasonic	Model: FP 7728	Serial No. CHEK5311009	ID No. D2557	1 each.
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TECHNICAL EXHIBIT 13

SUPPLY VEHICLES

Type Vehicle	Prime NSN	Element Authorized	Qty
Refueler, C300	2320-00-177-6777	Fuels Storage	2
Refueler, R11	2320-01-239-5371	Fuels Distribution	15
Refueler, R9	2320-01-239-5371	Fuels Distribution	5
Tractor, 5 Ton	2320-00-611-2429	Pickup and Delivery	1
Trailer, 20 Ton	2330-00-899-7527	Pickup and Delivery	1
Truck, 1/4 Ton	2320-01-009-6194	Pickup and Delivery	3
		Fuels Lab	1
		Fuels Storage	1
Truck, 6 Pax	2320-00-580-2954	Fuels Distribution	1
Truck, 1 Ton	2320-00-851-8481	Pickup and Delivery	3
Truck, Multistop	2320-01-176-2223	Pickup and Delivery	2
Truck, 1 1/2 Ton	2320-01-250-7367	Pickup and Delivery	1
Forklift, 15K	3930-01-013-0338	Base Supply	1
Forklift, 4K	3930-01-013-0338	Storage and Issue	1
Forklift, 6K	3930-01-525-5219	Base Supply	2

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Modification P00038